

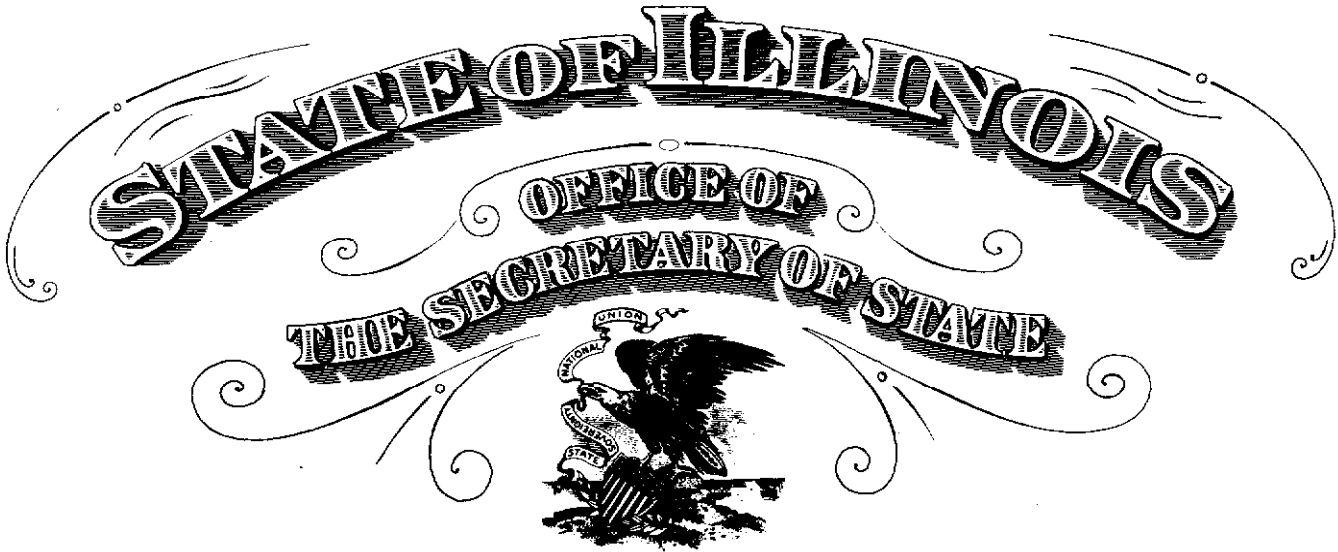
APPLICATION OF
iCall, Inc. d/b/a iCalltelecom

EXHIBIT 1

Foreign Authority

and

Articles of Organization



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ICALL, INC., INCORPORATED IN THE STATE OF CALIFORNIA AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON JUNE 19, 2000, AND MUST CONDUCT ALL BUSINESS IN THIS STATE UNDER THE ASSUMED NAME OF ICALLTELECOM, THE CORPORATION APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.*****



In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 22ND
day of JUNE *A.D.* 2000.

Jesse White

SECRETARY OF STATE

2156652

RECEIVED
FEBRUARY 10 1999
OF THE CLERK OF THE SUPERIOR COURT
OF THE STATE OF CALIFORNIA

ARTICLES OF INCORPORATION

MAR 10 1999

OF

WILL JONES, SECRETARY OF STATE

iCall, Inc.,

ARTICLE I – Name of the Corporation

The name of the corporation is iCall, Inc.

ARTICLE II – Corporation's Purpose

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III – Identification of Corporation's Initial Agent for Service of Process

The name and address in the State of California of this corporation's initial agent for service of process is:

Wayne R. Johnson, Esq.
12424 Wilshire Boulevard, Suite 1120
Los Angeles, California 90025

ARTICLE IV – Capital Structure

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 10,000,000.


ARTICLE V – Elimination of Director Liability

The personal liability of directors for monetary damages in any action brought by or in the right of the corporation for breach of a director's duties to the corporation and its shareholders is eliminated to the fullest extent permitted under California law.


ARTICLE VI – Indemnification of Agents

Any director, officer, employee or other agent of this corporation or other person serving at the request of the corporation, shall be indemnified for breach of duty to the corporation and its stockholders to the fullest extent permitted under California law.

Dated: March 8, 1999


WAYNE R. JOHNSON
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


WAYNE R. JOHNSON

